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Attorneys for Defendants

*Derivative Portfolio Management LLC;
Derivative Portfolio Management, Ltd.;
DPM-Mellon, LLC; DPM-Mellon, Ltd.;
and Guy Castranova*

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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IN RE: REFCO SECURITIES LITIGATION	:	07 MDL 1902 (JSR)
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KENNETH M. KRYSS, <i>et al.</i>	:	08 Civ. 7416 (JSR)
	:	
Plaintiffs,	:	
	:	
-against-	:	
	:	
ROBERT AARON, <i>et al.</i> ,	:	
	:	
Defendants.	:	
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**DECLARATION OF B. JOHN PENDLETON, JR.
IN SUPPORT OF DPM DEFENDANTS' SUPPLEMENTAL OPPOSITION TO
PLAINTIFFS' MOTION TO DISMISS COUNTERCLAIMS**

B. JOHN PENDLETON, JR., an attorney-at-law in the State of New Jersey,
admitted *pro hac vice* in the United States District Court for the Southern District of New
York, and a member of the law firm of DLA Piper LLP (US), hereby declares as follows:

1. Attached hereto as Exhibit 1 is a true and correct copy of excerpts from the February 3, 2010 Report and Recommendation on the Omnibus Issue of Standing (the “Standing R&R”).

2. Attached hereto as Exhibit 2 is a true and correct copy of *Nathan v. Cooper*, No. 06 Civ. 5973(HB), 2007 WL 4352705 (S.D.N.Y. Dec. 12, 2007).

3. Attached hereto as Exhibit 3 is a true and correct copy of Judge Rakoff’s October 25, 2011 order.

4. Attached hereto as Exhibit 4 is a true and correct copy of the Proof of Debt Form, dated November 27, 2007, and filed by DPM in the SPhinX Funds liquidation proceedings in the Cayman Islands.

5. Attached hereto as Exhibit 5 is a true and correct excerpt from the February 27, 2004 Service Agreement.

6. Attached hereto as Exhibit 6 is a true and correct copy of excerpts from plaintiffs’ memorandum in opposition to dismiss on the omnibus issue of standing.

7. Attached hereto as Exhibit 7 is a true and correct copy of Judge Rakoff’s March 31, 2010 order adopting the Standing R&R.

8. Attached hereto as Exhibit 8 is a true and correct copy of *Tecnoclima, S.p.A. v. PJC Group of New York, Inc.*, No. 89 Civ. 4337, 1995 WL 390255 (S.D.N.Y. June 30, 1995).

9. Attached hereto as Exhibit 9 is a true and correct copy of *In re Morgan Stanley Mortg. Pass-Through Certificates Litig.*, 09 Civ. 2137(LTS)(MHD), 2011 WL 4089580 (S.D.N.Y. Sept. 15, 2011).

I declare under penalty of perjury that the foregoing is true and correct. Executed on
November 18, 2011.

By: s/ B. John Pendleton, Jr.
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